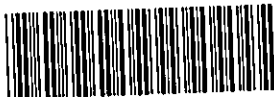




8th Floor, Kailey Tower, 16 Stanley Street, Central, Hong Kong.
香港中環士丹利街十六號聯利大廈八樓
Tel: 2827 1778 • Fax: 2827 4790 • E-mail: fw@fairwind.com.hk

9th Floor, Kailey Tower, 16 Stanley Street, Central, Hong Kong.
香港中環士丹利街十六號聯利大廈九樓
Tel: 2827 4836 • Fax: 2827 4836 • E-mail: fw@fairwind.com.hk



07028122

Your Ref:

Our Ref: S/5411/89 LTO/sl

8th November, 2007

Securities and Exchange Commission,
Division of Corporate Finance,
Office of International Corporate Finance,
Room 3045 (Stop 3-4),
450 Fifth Street,
Washington, D.C.20549,
United States of America.

SUPPL

RECEIVED
2007 NOV 19 P 5-1
CORPORATE FINANCE

Ladies and Gentlemen,

Re: Starlight International Holdings Limited
("the Company")
Rule 12g3-2(b) Exemption
File No.82-3594

Pursuant to Rule 12g3-2(b)(1)(iii), and on behalf of the Company, enclosed are the documents described on Annex A hereto for your attention.

These documents supplement the information previously provided with respect to the Company's request for exemption under Rule 12g3-2(b), which was established on January 11, 1994.

This information is being furnished with the understanding that such information and documents will not be deemed "filed" with the SEC or otherwise subject to the liabilities of Section 18 of the Securities Exchange Act of 1934 (the "Exchange Act"), and that neither this letter nor the Company is subject to the Exchange Act.

Please do not hesitate to contact the undersigned at (852) 2827 4748 in Hong Kong if you have any questions.

Thank you for your attention.

PROCESSED

NOV 23 2007

THOMSON
FINANCIAL

Yours faithfully,

For and on behalf of
FAIR WIND SECRETARIAL SERVICES
LIMITED

LO Tai On
Director

Enc.
c.c. the Company

Annex A to Letter to the SEC
dated 8th November, 2007 of
Starlight International Holdings Limited

The documents checked below are being furnished to the SEC to supplement information provided with respect to the Company's request for exemption under Rule 12g3-2, which exemption was established on January 11, 1994:-

DESCRIPTION OF DOCUMENT

1. Title : Notification of Repurchases of Company's Shares

Date : 23rd October, 2007
24th October, 2007
25th October, 2007
30th October, 2007
31st October, 2007
1st November, 2007

Entities requiring item: HKSE pursuant to Exchange Listing Agreement.

2. Title : Notification of movement of securities in Hong Kong

Date : 31st October, 2007

Entities requiring item: HKSE pursuant to Exchange Listing Agreement; and

Monthly Return on Movement of Listed Equity Securities
For the month ended 31st October, 2007

FORM I

TO: The Research & Planning Department of The Stock Exchange of
Hong Kong Limited

From: Starlight International Holdings Limited
(Name of Company)

Mr. Peter Lee Yip Wah Tel No.: 28271778
(Name of Responsible Official)

Date: 5th November, 2007

(A) Information of Types of Listed Equity Securities:
(please tick wherever applicable)

- | | | | |
|----------------------------|---|---|-----------------------|
| 1. Ordinary shares | : | ✓ | 2. Preference shares: |
| 3. Other classes of shares | : | | please specify: _____ |
| 4. Warrants | : | | please specify: _____ |

(B) Movement in Authorised Share Capital:

	<u>No. of Ordinary shares/Preference shares/other classes of shares</u>	<u>Par Value (HK\$)</u>	<u>Authorised Share Capital (HK\$)</u>
Balance at close of preceding month:	1,250,000,000	\$0.40	\$500,000,000
Increase/(Decrease) (SGM approval date):	Nil	Nil	Nil
Balance at close of the month:	1,250,000,000	\$0.40	\$500,000,000

(C) Movement in Issued Share Capital:

	<u>No. of Ordinary shares</u>	<u>No. of Preference shares</u>	<u>No. of other classes of shares</u>
Balance at close of preceding month:	790,767,614	Nil	Nil
Increase/(Decrease) during the month	2,453,714	Nil	Nil
Balance at close of the month:	793,221,328	Nil	Nil

(D) Details of Movement:

* please delete and insert "N/A" wherever inapplicable

TYPE OF SECURITIES	SECURITIES IN ISSUE AT CLOSE OF PRECEDING MONTH	MOVEMENT DURING THE MONTH			SECURITIES IN ISSUE AT CLOSE OF THE MONTH	IN NO. OF NEW SHARES ARISING THEREFROM
		No. of Options	Granted	Exercised	Cancelled	
SHARE OPTIONS*						
Type						
1. Employee share option scheme adopted on 12th September, 2002						
Exercise price: HK\$0.86	3,000,000	Nil	Nil	Nil	Nil	3,000,000
Exercise price: HK\$0.814	500,000	Nil	Nil	Nil	Nil	500,000
Exercise price: HK\$0.89	12,440,000	Nil	Nil	Nil	Nil	12,440,000
Exercise price: HK\$1.45	2,000,000	Nil	Nil	Nil	Nil	2,000,000
Exercise price: HK\$1.66	200,000	Nil	Nil	Nil	Nil	200,000
Exercise price: HK\$1.72	40,000	Nil	Nil	Nil	Nil	40,000
Exercise price: HK\$1.93	3,000,000	Nil	Nil	Nil	Nil	3,000,000
2. Employee share option scheme adopted on						
Exercise price: HK\$						
WARRANTS*						
Date of Expiry	Nominal Value (HK\$)	Exercised (HK\$)			Nominal Value (HK\$)	
1. _____						
Subscription price HK\$ _____						
2. _____						
Subscription price HK\$ _____						

CONVERTIBLES* Class	Units	Converted (Units)	Units
<u>Convertible Notes</u> Convertible price: HK\$ _____	N/A	N/A	N/A
OTHER ISSUES OF SHARES*			
Rights Issue	Price:	Issue and allotment Date:	4,776,214 (2,322,500)
Placing	Price:	Issue and allotment Date:	
Bonus Issue		Issue and allotment Date:	
Scrip Dividend		Issue and allotment Date: 31st October, 2007	
Repurchase of share		Cancellation Date: October 23, 24, 25, 30 & 31, 2007 (as per board meeting passed)	
Redemption of share	Redemption Date:		
Consideration issue	Price:	Issue and allotment Date:	
Others (Please specify)	Price:	Issue and allotment Date:	

Total No. of ordinary shares/preference shares/other classes of shares increased/(decreased) during the month:

2,453,714

Remarks:

Authorised Signatory:



Name: Peter Lee Yip Wah

Title: Secretary

Note:

All information contained in this form may be reproduced and provided to other information vendors or users of market data at the sole discretion of the Stock Exchange without prior notification to the company/issuer.

#a54111/form1.doc/s1

**Form of Share Buyback Report to The Stock Exchange
of Hong Kong Limited ("the Exchange")**

Form G

To: The Head of the Listing Division
The Listing Division
The Stock Exchange of Hong Kong Limited

23 Oct 2007

Dear Sir,

Name of Company: STARLIGHT INTERNATIONAL HOLDINGS LIMITED (Stock Code:485)
(Incorporated in Bermuda with Limited Liability)

Description of Securities: Ordinary Shares

A. Purchase Report

We hereby report the following purchases by our company of the above securities.

<u>Trading Day/Date</u>	<u>Number of Securities Purchased</u>	<u>Method of Purchase*</u>	<u>Price per Share or Highest Price Paid \$</u>	<u>Lowest Price Paid \$</u>	<u>Total Paid \$</u>
23 Oct 2007	1,062,500	On the Exchange	1.54	1.50	1,619,375
Total	1,062,500				1,619,375

* Either on the Exchange, on another stock exchange (stating the name of the exchange), by private arrangement or by general offer.

B. Additional Information for company's whose primary listing is on the Exchange

1. Number of such securities purchased on the Exchange
in the year to date (since ordinary resolution) (a) 1,062,500

2. % of issued share capital at time ordinary resolution
passed acquired on the Exchange since date of resolution

((a) x 100)

790,767,614

0.1344%

We hereby confirm that the purchases set out in A above which were made on the Exchange were made in accordance with the listing rules of the Exchange entitled "Rules Governing the Listing of Securities" and that there have been no material changes to the particulars contained in the Explanatory Statement dated 31 July 2007 which has been filed with the Exchange. We also confirm that any purchases set out in A above which were made on another stock exchange were made in accordance with the domestic rules applying to purchases made on that other exchange.

Yours faithfully,

Signed _____

Name: LAU Sak Hong, Philip

Director

for and on behalf of

STARLIGHT INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Bermuda with Limited Liability)

Form G

25 Oct 2007

We hereby report the following purchases by our company of the above securities.

<u>Trading Day/Date</u>	<u>Number of Securities Purchased</u>	<u>Method of Purchase*</u>	<u>Price per Share or Highest Price Paid \$</u>	<u>Lowest Price Paid \$</u>	<u>Total Paid \$</u>
25 Oct 2007	195,000	On the Exchange	1.54	1.48	295,925
Total	195,000				295,925

0.2049%

We hereby confirm that the purchases set out in A above which were made on the Exchange were made in accordance with the listing rules of the Exchange entitled "Rules Governing the Listing of Securities" and that there have been no material changes to the particulars contained in the Explanatory Statement dated 31 July 2007 which has been filed with the Exchange. We also confirm that any purchases set out in A above which were made on another stock exchange were made in accordance with the domestic rules applying to purchases made on that other exchange.

Yours faithfully,

Signed _____

Name: LAU Sak Hong, Philip

Director

for and on behalf of

STARLIGHT INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Bermuda with Limited Liability)

**Form of Share Buyback Report to The Stock Exchange
of Hong Kong Limited ("the Exchange")**

Form G

To: The Head of the Listing Division
The Listing Division
The Stock Exchange of Hong Kong Limited

24 Oct 2007

Dear Sir,

Name of Company: STARLIGHT INTERNATIONAL HOLDINGS LIMITED (Stock Code:485)
(Incorporated in Bermuda with Limited Liability)

Description of Securities: Ordinary Shares

A. Purchase Report

We hereby report the following purchases by our company of the above securities.

<u>Trading Day/Date</u>	<u>Number of Securities Purchased</u>	<u>Method of Purchase*</u>	<u>Price per Share or Highest Price Paid \$</u>	<u>Lowest Price Paid \$</u>	<u>Total Paid \$</u>
24 Oct 2007	362,500	On the Exchange	1.52	1.42	541,150
Total	362,500				541,150

* Either on the Exchange, on another stock exchange (stating the name of the exchange), by private arrangement or by general offer.

B. Additional Information for company's whose primary listing is on the Exchange

1. Number of such securities purchased on the Exchange
in the year to date (since ordinary resolution) (a) 1,425,000

2. % of issued share capital at time ordinary resolution
passed acquired on the Exchange since date of resolution

((a) x 100)

790,767,614

0.1802%

We hereby confirm that the purchases set out in A above which were made on the Exchange were made in accordance with the listing rules of the Exchange entitled "Rules Governing the Listing of Securities" and that there have been no material changes to the particulars contained in the Explanatory Statement dated 31 July 2007 which has been filed with the Exchange. We also confirm that any purchases set out in A above which were made on another stock exchange were made in accordance with the domestic rules applying to purchases made on that other exchange.

Yours faithfully,

Signed _____

Name: LAU Sak Hong, Philip

Director

for and on behalf of

STARLIGHT INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Bermuda with Limited Liability)

**Form of Share Buyback Report to The Stock Exchange
of Hong Kong Limited ("the Exchange")**

Form G

To: The Head of the Listing Division
The Listing Division
The Stock Exchange of Hong Kong Limited

30 Oct 2007

Dear Sir,

Name of Company: STARLIGHT INTERNATIONAL HOLDINGS LIMITED (Stock Code:485)
(Incorporated in Bermuda with Limited Liability)

Description of Securities: Ordinary Shares

A. Purchase Report

We hereby report the following purchases by our company of the above securities.

<u>Trading Day/Date</u>	<u>Number of Securities Purchased</u>	<u>Method of Purchase*</u>	<u>Price per Share or Highest Price Paid \$</u>	<u>Lowest Price Paid \$</u>	<u>Total Paid \$</u>
30 Oct 2007	330,000	On the Exchange	1.54	1.51	503,500
Total	330,000				503,500

* Either on the Exchange, on another stock exchange (stating the name of the exchange), by private arrangement or by general offer.

B. Additional Information for company's whose primary listing is on the Exchange

1. Number of such securities purchased on the Exchange
in the year to date (since ordinary resolution) (a) 1,950,000

2. % of issued share capital at time ordinary resolution
passed acquired on the Exchange since date of resolution

((a) x 100)

790,767,614

0.2466%

We hereby confirm that the purchases set out in A above which were made on the Exchange were made in accordance with the listing rules of the Exchange entitled "Rules Governing the Listing of Securities" and that there have been no material changes to the particulars contained in the Explanatory Statement dated 31 July 2007 which has been filed with the Exchange. We also confirm that any purchases set out in A above which were made on another stock exchange were made in accordance with the domestic rules applying to purchases made on that other exchange.

Yours faithfully,

Signed _____

Name: LAU Sak Hong, Philip

Director

for and on behalf of

STARLIGHT INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Bermuda with Limited Liability)

**Form of Share Buyback Report to The Stock Exchange
of Hong Kong Limited ("the Exchange")**

Form G

To: The Head of the Listing Division
The Listing Division
The Stock Exchange of Hong Kong Limited

31 Oct 2007

Dear Sir,

Name of Company: STARLIGHT INTERNATIONAL HOLDINGS LIMITED (Stock Code:485)
(Incorporated in Bermuda with Limited Liability)

Description of Securities: Ordinary Shares

A. Purchase Report

We hereby report the following purchases by our company of the above securities.

<u>Trading Day/Date</u>	<u>Number of Securities Purchased</u>	<u>Method of Purchase*</u>	<u>Price per Share or Highest Price Paid \$</u>	<u>Lowest Price Paid \$</u>	<u>Total Paid \$</u>
31 Oct 2007	372,500	On the Exchange	1.54	1.50	564,225
Total	372,500				564,225

* Either on the Exchange, on another stock exchange (stating the name of the exchange), by private arrangement or by general offer.

B. Additional Information for company's whose primary listing is on the Exchange

1. Number of such securities purchased on the Exchange
in the year to date (since ordinary resolution) (a) 2,322,500

2. % of issued share capital at time ordinary resolution
passed acquired on the Exchange since date of resolution

((a) x 100)

790,767,614

0.2937%

We hereby confirm that the purchases set out in A above which were made on the Exchange were made in accordance with the listing rules of the Exchange entitled "Rules Governing the Listing of Securities" and that there have been no material changes to the particulars contained in the Explanatory Statement dated 31 July 2007 which has been filed with the Exchange. We also confirm that any purchases set out in A above which were made on another stock exchange were made in accordance with the domestic rules applying to purchases made on that other exchange.

Yours faithfully,

Signed _____

Name: LAU Sak Hong, Philip

Director

for and on behalf of

STARLIGHT INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Bermuda with Limited Liability)

**Form of Share Buyback Report to The Stock Exchange
of Hong Kong Limited ("the Exchange")**

Form G

To: The Head of the Listing Division
The Listing Division
The Stock Exchange of Hong Kong Limited

1 Nov 2007

Dear Sir,

Name of Company: STARLIGHT INTERNATIONAL HOLDINGS LIMITED (Stock Code:485)
(Incorporated in Bermuda with Limited Liability)

Description of Securities: Ordinary Shares

A. Purchase Report

We hereby report the following purchases by our company of the above securities.

<u>Trading Day/Date</u>	<u>Number of Securities Purchased</u>	<u>Method of Purchase*</u>	<u>Price per Share or Highest Price Paid \$</u>	<u>Lowest Price Paid \$</u>	<u>Total Paid \$</u>
1 Nov 2007	1,200,000	On the Exchange	1.52	1.44	1,759,450
Total	1,200,000				1,759,450

- * Either on the Exchange, on another stock exchange (stating the name of the exchange), by private arrangement or by general offer.

B. Additional Information for company's whose primary listing is on the Exchange

- Number of such securities purchased on the Exchange in the year to date (since ordinary resolution) (a) 3,522,500
- % of issued share capital at time ordinary resolution passed acquired on the Exchange since date of resolution
((a) x 100)

790,767,614
0.4455%

We hereby confirm that the purchases set out in A above which were made on the Exchange were made in accordance with the listing rules of the Exchange entitled "Rules Governing the Listing of Securities" and that there have been no material changes to the particulars contained in the Explanatory Statement dated 31 July 2007 which has been filed with the Exchange. We also confirm that any purchases set out in A above which were made on another stock exchange were made in accordance with the domestic rules applying to purchases made on that other exchange.

Yours faithfully,

Signed _____

Name: LAU Sak Hong, Philip

Director

for and on behalf of

STARLIGHT INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Bermuda with Limited Liability)

END